

NOV 26 '07 -2 4 2 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 26, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease, dated as of November 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 26045.

The name and address of the party to the enclosed document are:

Lessor: ABN AMRO Bank N.V.
Suite 1500, 208 South LaSalle Street
Chicago, IL 60604

[Lessee: Railcar Investments LLC
c/o First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, IL 60018]

Mr. Vernon A. Williams
November 26, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

37 railcars TERMINATED bearing NOKL, FURX, ICE, MISS, NOKL, NDYX, RUSX, SLC, UMP, NS, CHTT, FEC and SRY reporting marks as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Partial Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26045-0 FILED

**PARTIAL TERMINATION OF LEASE
(Surface Transportation Board)**

NOV 26 '07 -2 4 2 PM

SURFACE TRANSPORTATION BOARD

This Partial Termination of Lease (this "Partial Termination") terminates the Lease, dated as of December 21, 2005 (the "Lease"), between ABN AMRO BANK N.V., as Lessor, and Railcar Investment LLC, as Lessee, solely with respect to railcars identified below:

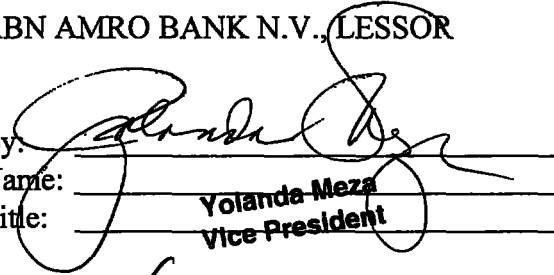
Thirty-seven (37) railcars identified in Exhibit I attached hereto. Such security Interest was granted pursuant to the Lease, a memorandum of which was filed with the Surface Transportation Board on December 21, 2005 at 10:06 a.m. under Recordation Number 26045.

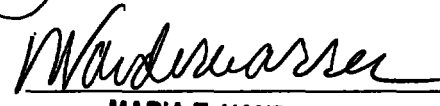
This Partial Termination shall only be effective after the execution by Wells Fargo Bank Northwest, National Association, as Administrative Agent of the Partial Release of Security Interest in form and substance identical to Exhibit II. Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Lease or otherwise referenced therein.

This Partial Termination shall not impair or terminate any rights and obligations of the parties under the Lease with respect to the remaining railroad equipment covered by the Lease, as to which the Lease remains in full force and effect.

Dated this 19th day of NOVEMBER, 2007.

ABN AMRO BANK N.V., LESSOR

By: 
Name: Yolanda Meza
Title: Vice President

By: 
Name: MARIA T. VANDERWARREN
Title: ASSISTANT VICE PRESIDENT

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 19th day of November 2007 by Yolanda Meza and Maria Vanderwarren, as Vice President and Assistant Vice President of ABN AMRO Bank N.V.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 08/23/09

[Notarial Seal]

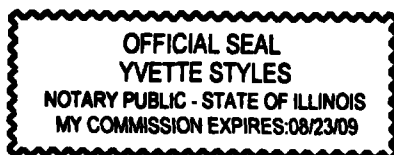


EXHIBIT I

<u>Car Initial</u>	<u>Car No.</u>
NOKL	832414
FURX	818584
FURX	816115
FURX	850118
FURX	850163
ICE	825076
FURX	830330
MISS	524010
NOKL	730944
NDYX	298290
NDYX	475171
NDYX	841619
NDYX	516312
NOKL	831223
FURX	829484
RUSX	5492
NOKL	823477
NOKL	822879
SLC	512052
FURX	870395

<u>Car Initial</u>	<u>Car No.</u>
UMP	570234
FURX	850814
FURX	827507
FURX	845413
NOKL	570551
NS	166776
NS	166797
NS	166918
CHTT	360207
NOKL	828171
NOKL	830990
NOKL	830922
NOKL	830436
FURX	829852
FEC	70537
SRY	286373
NOKL	738269

EXHIBIT II

**PARTIAL RELEASE OF SECURITY INTEREST
(Surface Transportation Board)**

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent (the "Bank"), does hereby terminate, release and discharge a security interest held by the Bank pursuant to the Security Agreement dated December 21, 2005 (the "Security Agreement"), between the Bank and ABN AMRO BANK N.V., as Grantor, insofar as the same encumbers that certain railroad equipment identified below:

Thirty-seven (37) railcars identified in Exhibit I attached hereto. Such security Interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on December 21, 2005 at 10:51 a.m. under Recordation Number 26045-A.

Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Security Agreement or otherwise referenced therein.

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by the Bank or any other assets or property of ABN AMRO BANK N.V. encumbered by the Security Agreement in favor of the Bank.

Dated this ____ day of _____, 2007.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as
Administrative Agent

By: _____
Name: _____
Title: _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this ____ day of _____, 2007 by _____, as _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

NOTARY PUBLIC

My Commission Expires: _____

[Notarial Seal]

EXHIBIT I

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
NOKL	832414	UMP	570234
FURX	818584	FURX	850814
FURX	816115	FURX	827507
FURX	850118	FURX	845413
FURX	850163	NOKL	570551
ICE	825076	NS	166776
FURX	830330	NS	166797
MISS	524010	NS	166918
NOKL	730944	CHTT	360207
NDYX	298290	NOKL	828171
NDYX	475171	NOKL	830990
NDYX	841619	NOKL	830922
NDYX	516312	NOKL	830436
NOKL	831223	FURX	829852
FURX	829484	FEC	70537
RUSX	5492	SRY	286373
NOKL	823477	NOKL	738269
NOKL	822879		
SLC	512052		
FURX	870395		